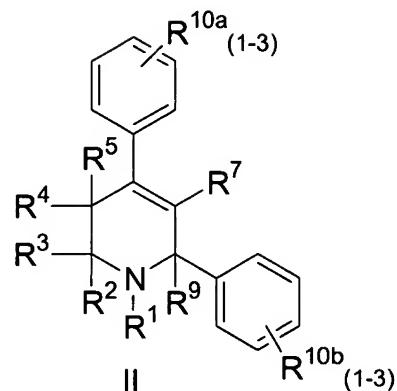


Please amend the application as shown:

**In the claims:**

1. (Cancelled)

2. (currently amended) ~~The A compound according to Claim 1, as illustrated by Formula II:~~



wherein;

a is 0 or 1;

b is 0 or 1;

m is 0, 1, or 2;

r is 0 or 1;

s is 0 or 1;

R<sup>1</sup> is selected from:

- 1) (C=O)C<sub>1</sub>-C<sub>10</sub> alkyl;
- 2) (C=O)aryl;
- 3) (C=O)C<sub>2</sub>-C<sub>10</sub> alkenyl;
- 4) (C=O)C<sub>2</sub>-C<sub>10</sub> alkynyl;
- 5) (C=O)C<sub>3</sub>-C<sub>8</sub> cycloalkyl;

- 6) (C=O)NR<sub>c</sub>R<sub>c'</sub>;
- 7) SO<sub>2</sub>NR<sub>c</sub>R<sub>c'</sub>;
- 8) SO<sub>2</sub>C<sub>1</sub>-C<sub>10</sub> alkyl;
- 9) SO<sub>2</sub>-aryl;
- 10) SO<sub>2</sub>-heterocycll;
- 11) SO<sub>2</sub>-C<sub>3</sub>-C<sub>8</sub> cycloalkyl; and
- 12) P(=O)R<sup>d</sup>R<sup>d'</sup>;

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, alkylene, heteroaryl and heterocycl is optionally substituted with one or more substituents selected from R<sup>10</sup>:

R<sup>2</sup> and R<sup>3</sup> are H:

R<sup>4</sup>, R<sup>5</sup> and R<sup>9</sup> are independently selected from:

- 1) H;
- 2) (C<sub>1</sub>-C<sub>10</sub>)alkyl;
- 3) (C<sub>1</sub>-C<sub>10</sub>)alkylamino;
- 4) (C<sub>1</sub>-C<sub>10</sub>)alkylhydroxy;

R<sup>7</sup> is H:

R<sup>10</sup> is:

- 1) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl;
- 2) (C=O)<sub>a</sub>O<sub>b</sub>aryl;
- 3) C<sub>2</sub>-C<sub>10</sub> alkenyl;
- 4) C<sub>2</sub>-C<sub>10</sub> alkynyl;
- 5) (C=O)<sub>a</sub>O<sub>b</sub> heterocycll;
- 6) CO<sub>2</sub>H;
- 7) halo;
- 8) CN;
- 9) OH;
- 10) O<sub>b</sub>C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl;
- 11) O<sub>a</sub>(C=O)<sub>b</sub>NR<sup>11</sup>R<sup>12</sup>;

- 12)  $S(O)_mR^a$ ;
- 13)  $S(O)_2NR^{11}R^{12}$ ;
- 14) oxo;
- 15)  $CHO$ ;
- 16)  $(N=O)R^{11}R^{12}$ ; or
- 17)  $(C=O)_aObC_3-C_8$  cycloalkyl;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R<sup>13</sup>;

R<sup>10a</sup> and R<sup>10b</sup> are independently selected from:

- 1) H;
- 2) C<sub>1</sub>-C<sub>10</sub> alkyl;
- 3) C<sub>2</sub>-C<sub>10</sub> alkenyl;
- 4) C<sub>2</sub>-C<sub>10</sub> alkynyl;
- 5) OH;
- 6) CN;
- 7) halo;
- 8) CHO;
- 9) CO<sub>2</sub>H;
- 10) (C<sub>1</sub>-C<sub>6</sub>)alkyl amino; and
- 11) (C<sub>1</sub>-C<sub>6</sub>)alkyl hydroxy;

R<sup>11</sup> and R<sup>12</sup> are independently selected from:

- 1) H;
- 2)  $(C=O)ObC_1-C_{10}$  alkyl;
- 3)  $(C=O)ObC_3-C_8$  cycloalkyl;
- 4)  $(C=O)Obaryl$ ;
- 5)  $(C=O)Obheterocyclyl$ ;
- 6)  $C_1-C_{10}$  alkyl;
- 7) aryl;
- 8)  $C_2-C_{10}$  alkenyl;
- 9)  $C_2-C_{10}$  alkynyl;

- 10) heterocyclyl;
- 11) C<sub>3</sub>-C<sub>8</sub> cycloalkyl;
- 12) SO<sub>2</sub>R<sup>a</sup>;
- 13) (C=O)NR<sup>b</sup><sub>2</sub>;
- 14) oxo; and
- 15) OH;

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R<sup>13</sup>; or

R<sup>11</sup> and R<sup>12</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R<sup>13</sup>;

R<sup>13</sup> is selected from:

- 1) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>1</sub>-C<sub>10</sub>)alkyl;
- 2) O<sub>r</sub>(C<sub>1</sub>-C<sub>3</sub>)perfluoroalkyl;
- 3) (C<sub>0</sub>-C<sub>6</sub>)alkylene-S(O)<sub>m</sub>R<sup>a</sup>;
- 4) oxo;
- 5) OH;
- 6) halo;
- 7) CN;
- 8) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>2</sub>-C<sub>10</sub>)alkenyl;
- 9) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>2</sub>-C<sub>10</sub>)alkynyl;
- 10) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>3</sub>-C<sub>6</sub>)cycloalkyl;
- 11) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-aryl;
- 12) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-heterocyclyl;
- 13) (C=O)<sub>r</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-N(R<sup>b</sup>)<sub>2</sub>;
- 14) C(O)R<sup>a</sup>;
- 15) (C<sub>0</sub>-C<sub>6</sub>)alkylene-CO<sub>2</sub>R<sup>a</sup>;
- 16) C(O)H;

- 17) (C<sub>0</sub>-C<sub>6</sub>)alkylene-CO<sub>2</sub>H;
- 18) C(O)N(R<sup>b</sup>)<sub>2</sub>;
- 19) S(O)<sub>m</sub>R<sup>a</sup>; and
- 20) S(O)<sub>2</sub>N(R<sup>b</sup>)<sub>2</sub>;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R<sup>b</sup>, OH, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, halogen, CO<sub>2</sub>H, CN, O(C=O)C<sub>1</sub>-C<sub>6</sub> alkyl, oxo, and N(R<sup>b</sup>)<sub>2</sub>;

R<sup>a</sup> is (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, aryl, or heterocyclyl;

said alkyl, cycloalkyl, aryl or heterocyclyl is optionally substituted with one or more substituents selected from R<sup>f</sup>;

R<sup>b</sup> is H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, aryl, heterocyclyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, (C=O)OC<sub>1</sub>-C<sub>6</sub> alkyl, (C=O)C<sub>1</sub>-C<sub>6</sub> alkyl or S(O)<sub>2</sub>R<sup>a</sup>;

said alkyl, cycloalkyl, aryl or heterocyclyl is optionally substituted with one or more substituents selected from R<sup>f</sup>;

R<sup>c</sup> and R<sup>c'</sup> are independently selected from: H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, aryl, heterocyclyl and (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, optionally substituted with one, two or three substituents selected from R<sup>13</sup>, or

R<sup>c</sup> and R<sup>c'</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R<sup>13</sup>;

R<sup>d</sup> and R<sup>d'</sup> are independently selected from: (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy and NR<sup>b</sup><sub>2</sub>, or

R<sup>d</sup> and R<sup>d'</sup> can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 4-7 members in the ring and optionally containing, in addition to the

phosphorous, one or two additional heteroatoms selected from NRe, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R13;

R<sub>e</sub> is selected from: H and (C<sub>1</sub>-C<sub>6</sub>)alkyl; and

R<sub>f</sub> is selected from: heterocyclyl, amino substituted heterocyclyl, (C<sub>1</sub>-C<sub>6</sub>)alkyl, amino (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkyl amino, hydroxy (C<sub>1</sub>-C<sub>6</sub>)alkyl, OH and NH<sub>2</sub>;

or a pharmaceutically acceptable salt or stereoisomer thereof.

3. (cancelled)

4. (cancelled)

5. (currently amended) The compound according to Claim 4 2 wherein:

R<sup>1</sup> is selected from:

- 1) (C=O)NRC<sup>c</sup>RC<sup>c'</sup>;
- 2) SO<sub>2</sub>NRC<sup>c</sup>RC<sup>c'</sup>;
- 3) SO<sub>2</sub>C<sub>1</sub>-C<sub>10</sub> alkyl; and
- 4) (C=O)C<sub>1</sub>-C<sub>10</sub> alkyl;

said alkyl is optionally substituted with one, two or three substituents selected from R<sup>10</sup>;

and all other substituents and variables are as defined in Claim 4 2;

or a pharmaceutically acceptable salt or stereoisomer thereof.

6. (Original) A compound selected from:

3-[1-Acetyl-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol;

1-acetyl-4-(2,5-difluorophenyl)-6-phenyl-1,2,3,6-tetrahydropyridine;

4-(2,5-difluorophenyl)-6-phenyl-3,6-dihdropyridine-1(2H)-carboxamide;  
N11-[4-(2,5-difluorophenyl)-6-(3-hydroxyphenyl)-1-L-valyl-1,2,3,6-tetrahydropyridin-2-yl]-L-valinamide; and

4-(2,5-difluorophenyl)-6-(3-hydroxyphenyl)-N-methyl-N-[2-methyl-3-(methylamino)propyl]-3,6-dihdropyridine-1(2H)-carboxamide;

or a pharmaceutically acceptable salt or stereoisomer thereof.

7. (Original) A TFA salt selected from:

N-1-[4-(2,5-difluorophenyl)-6-(3-hydroxyphenyl)-1-L-valyl-1,2,3,6-tetrahydropyridin-2-yl]-L-valinamide; and

4-(2,5-difluorophenyl)-6-(3-hydroxyphenyl)-N-methyl-N-[2-methyl-3-(methylamino)propyl]-3,6-dihdropyridine-1(2H)-carboxamide;

or a stereoisomer thereof.

8. (Original) The compound according to Claim 6 which is selected from:

3-[1-Acetyl-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol; and

N-1-[4-(2,5-difluorophenyl)-6-(3-hydroxyphenyl)-1-L-valyl-1,2,3,6-tetrahydropyridin-2-yl]-L-valinamide;

or a pharmaceutically acceptable salt or stereoisomer thereof.

9. (currently amended) A compound according to Claim 4 2 which is selected from:

6-(2-aminoethyl)-4-(2,5-difluorophenyl)-N,N-dimethyl-6-phenyl-3,6-dihdropyridine-1(2H)-carboxamide;

6-(3-aminopropyl)-4-(2,5-difluorophenyl)-N,N-dimethyl-6-phenyl-3,6-dihdropyridine-1(2H)-carboxamide;

6-(4-aminobutyl)-4-(2,5-difluorophenyl)-N,N-dimethyl-6-phenyl-3,6-dihdropyridine-1(2H)-carboxamide;

4-(2,5-difluorophenyl)-6-(hydroxymethyl)-6-(3-hydroxyphenyl)-N-methyl-N-(1-methylpiperidin-4-yl)-3,6-dihdropyridine-1(2H)-carboxamide;

3-[1-[(2S)-2-amino-2-cyclopropylethanoyl]-4-(2,5-difluorophenyl)-2-(hydroxymethyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol;

4-(2,5-difluorophenyl)-6-(hydroxymethyl)-6-(3-hydroxyphenyl)-N,N-dimethyl-3,6-dihdropyridine-1(2H)-carboxamide;

6-(3-aminopropyl)-4-isopropyl-N,N-dimethyl-6-phenyl-3,6-dihdropyridine-1(2H)-carboxamide;

6-(3-aminopropyl)-6-(3-hydroxyphenyl)-4-isopropyl-N,N-dimethyl-3,6-dihdropyridine-1(2H)-carboxamide;

2-[1-acetyl-4-(2,5-difluorophenyl)-2-phenyl-1,2,5,6-tetrahydropyridin-2-yl]ethanamine;

3-[1-acetyl-4-(2,5-difluorophenyl)-2-phenyl-1,2,5,6-tetrahydropyridin-2-yl]propan-1-amine;

4-[1-acetyl-4-(2,5-difluorophenyl)-2-phenyl-1,2,5,6-tetrahydropyridin-2-yl]butan-1-amine;

3-[1-acetyl-2-(2-aminoethyl)-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol;

3-[1-acetyl-2-(3-aminopropyl)-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol;

3-[1-acetyl-2-(4-aminobutyl)-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol;

3-[1-acetyl-2-(2-aminoethyl)-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol;

1'-acetyl-4'-(2,5-difluorophenyl)-1',2',5',6'-tetrahydro-2,2'-bipyridin-6(1H)-one; and

1-acetyl-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydro-2,4'-bipyridin-2'(1'H)-one;

or a pharmaceutically acceptable salt or stereoisomer thereof.

10. (currently amended) A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim 4.

11. (Withdrawn) A method for treating cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 1.

12. (currently amended) A pharmaceutical composition made by combining the compound of Claim 4 and a pharmaceutically acceptable carrier.

13. (currently amended) A process for making a pharmaceutical composition comprising combining a compound of Claim 4 and a pharmaceutically acceptable carrier.

14. (Original) The composition of Claim 10 further comprising a second compound selected from: an estrogen receptor modulator, an androgen receptor modulator, a retinoid receptor modulator, a cytotoxic/cytostatic agent, an antiproliferative agent, a prenyl-protein transferase inhibitor, an HMG-CoA reductase inhibitor, an HIV protease inhibitor, a reverse transcriptase inhibitor, an angiogenesis inhibitor, a PPAR- $\gamma$  agonist, a PPAR- $\delta$  agonist; an inhibitor of cell proliferation and survival signaling, an agent that interferes with a cell cycle checkpoint, and an apoptosis inducing agent.

15. (Original) The composition of Claim 14, wherein the second compound is an angiogenesis inhibitor selected from the group consisting of a tyrosine kinase inhibitor, an inhibitor of epidermal-derived growth factor, an inhibitor of fibroblast-derived growth factor, an inhibitor of platelet derived growth factor, an MMP (matrix metalloprotease) inhibitor, an integrin blocker, interferon- $\alpha$ , interleukin-12, pentosan polysulfate, a cyclooxygenase inhibitor, carboxyamidotriazole, combretastatin A-4, squalamine, 6-O-chloroacetyl-carbonyl)-fumagillol, thalidomide, angiostatin, troponin-1, or an antibody to VEGF.

16. (Original) The composition of Claim 14, wherein the second compound is an estrogen receptor modulator selected from tamoxifen and raloxifene.

17. (Withdrawn) A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy.

18. (Withdrawn) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a compound selected from: an estrogen receptor modulator, an androgen receptor modulator, retinoid receptor modulator, a cytotoxic/cytostatic agent, an antiproliferative agent, a prenyl-protein transferase inhibitor, an HMG-CoA reductase inhibitor, an HIV protease inhibitor, a reverse transcriptase inhibitor, an angiogenesis inhibitor, a PPAR- $\gamma$  agonists, a PPAR- $\delta$  agonist, an inhibitor of inherent multidrug resistance, an anti-emetic agent, an agent useful in the treatment of anemia, an agent useful in the treatment of neutropenia, an immunologic-enhancing drug, an inhibitor of cell proliferation and survival signaling, an agent that interferes with a cell cycle checkpoint, and an apoptosis inducing agent.

19. (Withdrawn) A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy and a compound selected from: an estrogen receptor modulator, an androgen receptor modulator, retinoid receptor modulator, a cytotoxic/cytostatic agent, an antiproliferative agent, a prenyl-protein transferase inhibitor, an HMG-CoA reductase inhibitor, an HIV protease

inhibitor, a reverse transcriptase inhibitor, an angiogenesis inhibitor, a PPAR- $\gamma$  agonists, a PPAR- $\delta$  agonist, an inhibitor of inherent multidrug resistance, an anti-emetic agent, an agent useful in the treatment of anemia, an agent useful in the treatment of neutropenia, an immunologic-enhancing drug, an inhibitor of cell proliferation and survival signaling, an agent that interferes with a cell cycle checkpoint, and an apoptosis inducing agent.

20. (Withdrawn) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 and paclitaxel or trastuzumab.

21. (Canceled)